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March 16, 1999

RECORDATION NO. 21579-A FILED

MAR 17 '99 11-45 AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Release of Lien and Security Interest, dated March 12, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial release and relates to the Security Agreement which was previously filed with the Board under Recordation Number 21579.

The name and address of the party to the enclosed document are:

Secured Party: Southwest Bank of Texas, N.A.
5 Post Oak Parkway
Houston, Texas 77027

A description of the railroad equipment covered by the enclosed document is:

set forth in the text of the Release

Vernon A. Williams
March 16, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

MAR 17 '99

11-45AM

RELEASE OF LIEN AND SECURITY INTEREST

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, SOUTHWEST BANK OF TEXAS, N.A. ("Lender") is the owner and holder of certain indebtedness (the "Indebtedness") of SOUTHWEST RAIL INDUSTRIES, INC., a Texas corporation, (the "Debtor"), which was secured by that certain Security Agreement, dated July 15, 1998, executed by Debtor for the benefit of Lender (the "Security Agreement"), filed with the Surface Transportation Board of the Department of Transportation under file number 21579, covering twenty-seven (27) railroad cars, specifically:

- (i) fourteen (14) (1996) 5,800 cu. ft. covered hopper cars stencil numbers TEIX 58000, TEIX 58001, TEIX 58002, TEIX 58003, TEIX 58004, TEIX 58005, TEIX 58006, TEIX 58007, TEIX 58008, TEIX 58009, TEIX 58010, TEIX 58011, TEIX 58012, and TEIX 58013;
- (ii) four (4) (1996) 5,800 cu. ft. covered hopper cars stencil numbers TEIX 58110, TEIX 58111, TEIX 58112, and TEIX 58113; and
- (iii) nine (9) (1997) 5,800 cu. ft. hopper cars stencil numbers TEIX 58200, TEIX 58201, TEIX 58202, TEIX 58203, TEIX 58204, TEIX 58205, TEIX 58206, TEIX 58207, and TEIX 58208; (the "Railroad Cars");

WHEREAS, the Indebtedness has been paid in part but not in full.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and confessed, Lender hereby RELEASES and DISCHARGES all liens, rights, titles, interests, assignments and security interests covering or related to the Railroad Cars held by Lender, including the liens and security interests created by the Security Agreement in the Railroad Cars.

EXECUTED this 12th day of March 1999. *CHD*

SOUTHWEST BANK OF TEXAS, N.A.

By: *C. Dunmire*Carmen Dunmire
Vice President

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 12th day of ~~February~~ ^{March}, 1999, by Carmen Dunmire, as Vice President of Southwest Bank of Texas, N.A., on behalf of said association.

Kelly Little Collins
Notary Public, State of Texas

